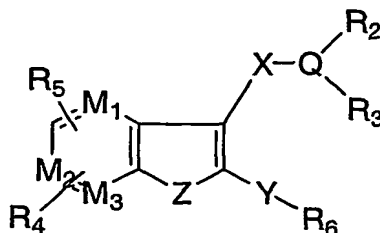


WHAT IS CLAIMED IS:

1. A compound of the structural formula I:



5 where

Formula I

or a pharmaceutically acceptable salt, enantiomer, diastereomer or mixture thereof:

10 wherein,

R represents hydrogen, or C<sub>1-6</sub> alkyl;

X represents -(CHR<sub>7</sub>)<sub>p</sub>-, or -(CHR<sub>7</sub>)<sub>p</sub>CO-;

15

Y represents -CO(CH<sub>2</sub>)<sub>n</sub>-, (CH<sub>2</sub>)<sub>n</sub>-, -CH(OR)-, OR<sub>6</sub>, or SR<sub>6</sub>;

Z=O or S;

20 M<sub>1</sub>, M<sub>2</sub>, and M<sub>3</sub> are independently CH or N;

Q represents CR<sub>7</sub>, N, or O, wherein R<sub>2</sub> is absent when Q is O;

R<sub>7</sub> represents H, C<sub>1-6</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>C<sub>3-8</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n</sub>C<sub>3-10</sub> heterocyclyl, -(CH<sub>2</sub>)<sub>n</sub>C<sub>5-10</sub> heteroaryl, or -(CH<sub>2</sub>)<sub>n</sub>C<sub>6-10</sub> aryl;

25

R<sub>w</sub> represents H, C<sub>1-6</sub> alkyl, -C(O)C<sub>1-6</sub> alkyl, -C(O)OC<sub>1-6</sub> alkyl, -SO<sub>2</sub>N(R)<sub>2</sub>, -SO<sub>2</sub>C<sub>1-6</sub> alkyl, -SO<sub>2</sub>C<sub>6-10</sub> aryl, NO<sub>2</sub>, CN or -C(O)N(R)<sub>2</sub>;

R<sub>2</sub> represents hydrogen, C<sub>1-10</sub> alkyl, OH, C<sub>2-6</sub> alkenyl, C<sub>1-6</sub> alkylSR, -(CH<sub>2</sub>)<sub>n</sub>O(CH<sub>2</sub>)<sub>m</sub>OR, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>1-6</sub> alkoxy, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>3-8</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>3-8</sub>cycloalkenyl, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>3-10</sub> heterocyclyl, -N(R)<sub>2</sub>, -COOR, or -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>6-10</sub> aryl, said alkyl, cycloalkyl, heterocyclyl, or aryl optionally

5 substituted with 1-5 groups selected from R<sup>a</sup>;

R<sub>3</sub> represents hydrogen, C<sub>1-10</sub> alkyl, C<sub>2-6</sub> alkenyl, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>3-8</sub> cycloalkyl, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>cycloalkenyl, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>3-10</sub> heterocyclyl, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>COOR, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>6-10</sub> aryl, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>NHR<sub>8</sub>, -  
 10 (CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>N(R)<sub>2</sub>, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>N(R)<sub>3</sub>, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>N(R<sub>8</sub>)<sub>2</sub>, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>NHCOOR, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>N(R<sub>8</sub>)CO<sub>2</sub>R, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>N(R<sub>8</sub>)COR, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>NHCOR, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>CONH(R<sub>8</sub>), aryl, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>1-6</sub> alkoxy, CF<sub>3</sub>, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>SO<sub>2</sub>R, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>SO<sub>2</sub>N(R)<sub>2</sub>, -  
 15 (CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>CON(R)<sub>2</sub>, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>CONHC(R)<sub>3</sub>, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>CONHC(R)<sub>2</sub>CO<sub>2</sub>R, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>COR<sub>8</sub>, nitro, cyano or halogen, said alkyl, cycloalkyl, alkoxy, heterocyclyl, or aryl optionally substituted with 1-5 groups of R<sup>a</sup>;

or, when Q equals CRY or N, R<sub>2</sub> and R<sub>3</sub> taken together with the intervening CRY or N form a 3-10  
 20 membered carbocyclic or heterocyclic ring or fused ring optionally interrupted by 1-2 atoms of O, S, C(O) or NR, and optionally having 1-5 double bonds, and optionally substituted by 1-3 groups selected from R<sup>a</sup>;

R<sub>4</sub> and R<sub>5</sub> independently represent hydrogen, C<sub>1-6</sub> alkoxy, OH, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> alkyl-S, C<sub>1-6</sub> alkyl-CO-, C<sub>1-6</sub> alkenyl, C<sub>3-8</sub> cycloalkoxy, C<sub>3-8</sub> cycloalkyl, C<sub>3-8</sub> cycloalkyl-S, C<sub>3-8</sub> cycloalkyl-CO-, COOR, SO<sub>3</sub>H, -O(CH<sub>2</sub>)<sub>n</sub>N(R)<sub>2</sub>, -O(CH<sub>2</sub>)<sub>n</sub>CO<sub>2</sub>R, -OPO(OH)<sub>2</sub>, CF<sub>3</sub>, -N(R)<sub>2</sub>, nitro, cyano, C<sub>1-6</sub> alkylamino, or halogen;

R<sub>6</sub> represents hydrogen, C<sub>1-10</sub> alkyl, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>6-10</sub> aryl, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>5-10</sub> heteroaryl, NR<sub>c</sub>R<sub>d</sub>, -NR-(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>6-10</sub> aryl, -N-((CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>6-10</sub> aryl)<sub>2</sub>, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>3-10</sub> heterocyclyl, -NR-(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>3-10</sub> heterocyclyl, -N-((CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>3-10</sub> heterocyclyl)<sub>2</sub> (C<sub>6-10</sub> aryl)O-, -(CH<sub>2</sub>)<sub>n</sub>(CHR<sub>7</sub>)<sub>q</sub>(CH<sub>2</sub>)<sub>m</sub>C<sub>3-8</sub> cycloalkyl, -COOR, -C(O)CO<sub>2</sub>R, said aryl, cycloalkyl, heteroaryl, heterocyclyl and alkyl optionally substituted with 1-3 groups selected from R<sup>a</sup>;

35

$R_C$  and  $R_D$  independently represent H, C<sub>1-6</sub> alkyl, C<sub>2-6</sub> alkenyl,  $-(CH_2)_n$ C<sub>6-10</sub> aryl,  $-(CH_2)_n$ C<sub>5-10</sub> heteroaryl, C<sub>1-6</sub> alkylSR,  $-(CH_2)_nO(CH_2)_mOR$ ,  $-(CH_2)_n$ C<sub>1-6</sub> alkoxy, or  $-(CH_2)_n$ C<sub>3-8</sub> cycloalkyl;

or  $R_C$  and  $R_D$  taken together with the intervening N atom form a 4-10 membered heterocyclic carbon ring optionally interrupted by 1-2 atoms of O, S, C(O) or NR, and optionally having 1-4 double bonds, and optionally substituted by 1-3 groups selected from  $R^a$ ;

$R_7$  represents hydrogen, C<sub>1-6</sub> alkyl,  $-(CH_2)_nCOOR$  or  $-(CH_2)_nN(R)_2$ ,

$R_8$  represents  $-(CH_2)_n$ C<sub>3-8</sub> cycloalkyl,  $-(CH_2)_n$  3-10 heterocyclyl, C<sub>1-6</sub> alkoxy or  $-(CH_2)_n$ C<sub>5-10</sub> heteroaryl,  $-(CH_2)_n$ C<sub>6-10</sub> aryl said cycloalkyl, heterocyclyl, aryl or heteroaryl optionally substituted with 1-3 groups selected from  $R^a$ ;

$R^a$  represents F, Cl, Br, I, CF<sub>3</sub>, N(R)<sub>2</sub>, NO<sub>2</sub>, CN, -COR<sub>8</sub>, -CONHR<sub>8</sub>, -CON(R<sub>8</sub>)<sub>2</sub>, -O(CH<sub>2</sub>)<sub>n</sub>COOR, -NH(CH<sub>2</sub>)<sub>n</sub>OR, -COOR, -OCF<sub>3</sub>, -NHCOR, -SO<sub>2</sub>R, -SO<sub>2</sub>NR<sub>2</sub>, -SR, (C<sub>1</sub>-C<sub>6</sub> alkyl)O-, -  
 $(CH_2)_nO(CH_2)_mOR$ ,  $-(CH_2)_n$ C<sub>1-6</sub> alkoxy, (aryl)O-, -OH, (C<sub>1</sub>-C<sub>6</sub> alkyl)S(O)<sub>m</sub>-, H<sub>2</sub>N-C(NH)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)C(O)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)OC(O)NH-,  $-(C_1-C_6 \text{ alkyl})NR_w(CH_2)_nC_{3-10}$  heterocyclyl-R<sub>w</sub>,  $-(C_1-C_6 \text{ alkyl})O(CH_2)_nC_{3-10}$  heterocyclyl-R<sub>w</sub>,  $-(C_1-C_6 \text{ alkyl})S(CH_2)_nC_{3-10}$  heterocyclyl-R<sub>w</sub>,  $-(C_1-C_6 \text{ alkyl})C_{3-10}$  heterocyclyl-R<sub>w</sub>,  $-(CH_2)_nZ^1-C(=Z^2)N(R)_2$ ,  $-(C_{2-6} \text{ alkenyl})NR_w(CH_2)_nC_{3-10}$  heterocyclyl-R<sub>w</sub>,  $-(C_{2-6} \text{ alkenyl})O(CH_2)_nC_{3-10}$  heterocyclyl-R<sub>w</sub>,  $-(C_{2-6} \text{ alkenyl})S(CH_2)_nC_{3-10}$  heterocyclyl-R<sub>w</sub>,  $-(C_{2-6} \text{ alkenyl})C_{3-10}$  heterocyclyl-R<sub>w</sub>,  $-(C_{2-6} \text{ alkenyl})Z^1-C(=Z^2)N(R)_2$ ,  $-(CH_2)_nSO_2R$ ,  $-(CH_2)_nSO_3H$ , -  
 $(CH_2)_nPO(OR)_2$ ,  $-(CH_2)_nOH$ ,  $-(CH_2)_n(CHR_7)_q(CH_2)_mOPO(OR)_2$ , C<sub>3-10</sub>cycloalkyl, C<sub>6-10</sub> aryl, C<sub>3-10</sub> heterocyclyl, C<sub>2-6</sub> alkenyl, and C<sub>1-C<sub>10</sub></sub> alkyl, said alkyl, alkenyl, alkoxy, heterocyclyl and aryl optionally substituted with 1-3 groups selected from C<sub>1</sub>-C<sub>6</sub> alkyl, CN, NO<sub>2</sub>,  $-(CH_2)_nOH$ , -  
 $(CH_2)_nOPO(OR)_2$ , CON(R)<sub>2</sub> and COOR;

$Z^1$  and  $Z^2$  independently represents NR<sub>w</sub>, O, CH<sub>2</sub>, or S;

m is 0-3;

n is 0-3;

p is 0-3 and

q is 0-1.

2. A compound according to claim 1 wherein Q is -N- and Y is -CO(CH<sub>2</sub>)<sub>n</sub>.

3. A compound according to claim 2 wherein  $n=0$ , Z is S, and  $R_6$  is  $C_{1-6}$  alkyl,  $(CH_2)_nC_{6-10}$  aryl,  $(CH_2)_nC_{5-10}$  heteroaryl,  $(CH_2)_nC_{3-10}$  heterocyclyl,  $NR_cR_d$  or  $(CH_2)_nC_{3-8}$  cycloalkyl, said alkyl, aryl, heteroaryl, heterocyclyl and alkyl optionally substituted with 1 to 3 groups of  $R^a$ .

5 4. A compound according to claim 3 wherein M1, M2 and M3 are CH, X is  $-(CHR_7)_pCO-$ , p is 1-3,  $R_2$  is  $C_{1-10}$  alkyl or  $C_{1-6}$  alkylOH and  $R_3$  is  $(CH_2)_nC_{3-10}$  heterocyclyl, said heterocyclyl and alkyl optionally substituted with 1 to 3 groups of  $R^a$ .

5 5. A compound according to claim 1 wherein Q is  $-CRY-$ ,  $n=0$ , Z is S, and  $R_6$  is  $C_{1-6}$  alkyl,  $(CH_2)_nC_{6-10}$  aryl,  $(CH_2)_nC_{5-10}$  heteroaryl,  $(CH_2)_nC_{3-10}$  heterocyclyl,  $NR_cR_d$  or  $(CH_2)_nC_{3-8}$  cycloalkyl, said alkyl, aryl, heteroaryl, heterocyclyl and alkyl optionally substituted with 1 to 3 groups of  $R^a$ .

15 6. A compound according to claim 2 wherein  $n=0$ , Z is O, and  $R_6$  is  $C_{1-6}$  alkyl,  $(CH_2)_nC_{6-10}$  aryl,  $(CH_2)_nC_{5-10}$  heteroaryl,  $(CH_2)_nC_{3-10}$  heterocyclyl,  $NR_cR_d$  or  $(CH_2)_nC_{3-8}$  cycloalkyl, said alkyl, aryl, heteroaryl, heterocyclyl and alkyl optionally substituted with 1 to 3 groups of  $R^a$ .

7. A compound according to claim 6 wherein M1, M2 and M3 are CH, X is  $-(CHR_7)_pCO-$ , p is 1-3,  $R_2$  is  $C_{1-10}$  alkyl or  $C_{1-6}$  alkylOH and  $R_3$  is  $(CH_2)_nC_{3-10}$  heterocyclyl, said heterocyclyl and alkyl optionally substituted with 1 to 3 groups of  $R^a$ .

20 8. A compound according to claim 1 wherein Q is  $-CRY-$ ,  $n=0$ , Z is O, and  $R_6$  is  $C_{1-6}$  alkyl,  $(CH_2)_nC_{6-10}$  aryl,  $(CH_2)_nC_{5-10}$  heteroaryl,  $(CH_2)_nC_{3-10}$  heterocyclyl,  $NR_cR_d$  or  $(CH_2)_nC_{3-8}$  cycloalkyl, said alkyl, aryl, heteroaryl, heterocyclyl and alkyl optionally substituted with 1 to 3 groups of  $R^a$ .

25 9. A compound according to claim 1 wherein when Q equals CRY or N,  $R_2$  and  $R_3$  taken together with the intervening CRY or N form a 3-10 membered carbocyclic or heterocyclic ring or fused ring optionally interrupted by 1-2 atoms of O, S, C(O) or NR, and optionally having 1-5 double bonds, and optionally substituted by 1-3 groups selected from  $R^a$ ;

10. A compound according to claim 1 where a free hydroxyl group is present, said hydroxyl group optionally derivatized to give a phosphate group represented as  $-OPO(OH)_2$ .

11. A compound which is:

30 *N,N*-Bibutyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]acetamide,  
2-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N,N*-diisobutylacetamide,  
*N*-(Cyclopropylmethyl)-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-propylacetamide,  
*N*-Cyclohexyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-ethylacetamide,  
2-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N,N*-dipropylacetamide,  
35 *N*-Butyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-ethylacetamide,

- 2-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N,N*-bis(3-methylbutyl)acetamide,  
 2-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-ethyl-*N*-(3-methylbutyl)acetamide,  
*N*-Butyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-propylacetamide,  
 1-{5-Methoxy-3-[2-(trans-octahydroisoquinolin-2(1*H*)-yl)-2-oxoethyl]-1-benzofuran-2-yl}-2,2-  
 5 dimethylpropan-1-one,  
 1-{5-Methoxy-3-[2-(cis-octahydroisoquinolin-2(1*H*)-yl)-2-oxoethyl]-1-benzofuran-2-yl}-2,2-  
 dimethylpropan-1-one,  
 1-(3-{2-[Trans-2,5-dipropylpyrrolidin-1-yl]-2-oxoethyl}-5-methoxy-1-benzofuran-2-yl)-2,2-  
 dimethylpropan-1-one,  
 10 1-(3-{2-[Cis-2,5-dipropylpyrrolidin-1-yl]-2-oxoethyl}-5-methoxy-1-benzofuran-2-yl)-2,2-  
 dimethylpropan-1-one,  
*N*-(3,3-Dimethylbutyl)-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]acetamide,  
*N*-(3,3-Dimethylbutyl)-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-ethylacetamide,  
 1-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-3,3-dimethylbutan-2-one,  
 15 2-(2-Benzoyl-5-methoxy-1-benzofuran-3-yl)-*N,N*-dibutylacetamide,  
 1-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-3,3-dimethylpentan-2-one  
 2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N,N*-di-*n*-butylacetamide;  
 2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N,N*-diisobutylacetamide;  
*N*-(cyclopropylmethyl)-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N*-propylacetamide;  
 20 *N*-cyclohexyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N*-ethylacetamide;  
 2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N,N*-dipropylacetamide;  
*N*-butyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N*-ethylacetamide;  
 2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N*-ethyl-*N*-(3-methylbutyl)acetamide;  
*N*-butyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N*-propylacetamide;  
 25 2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N,N*-bis(3-methylbutyl)acetamide;  
 1-{5-methoxy-3-[2-(trans-octahydroisoquinolin-2(1*H*)-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-  
 dimethylpropan-1-one;  
 1-{5-methoxy-3-[2-(cis-octahydroisoquinolin-2(1*H*)-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-  
 dimethylpropan-1-one;  
 30 1-(3-{2-[(trans-2,5-dipropylpyrrolidin-1-yl)-2-oxoethyl]-5-methoxy-1-benzothien-2-yl)-2,2-  
 dimethylpropan-1-one;  
 1-(3-{2-[(cis-2,5-dipropylpyrrolidin-1-yl)-2-oxoethyl]-5-methoxy-1-benzothien-2-yl)-2,2-  
 dimethylpropan-1-one;  
*N*-(3,3-dimethylbutyl)-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-*N*-ethylacetamide;  
 35 1-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzothien-3-yl]-3,3-dimethylbutan-2-one;

- N*-Butyl-2-[2-(2,2-dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-methylacetamide;  
 2-[2-(2,2-Dimethylpropanoyl)-5-methoxy-1-benzofuran-3-yl]-*N*-methyl-*N*-(3-methylbutyl)acetamide;  
 2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N,N*-di-*n*-butylacetamide;  
 2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N,N*-diisobutylacetamide;  
 5 *N*-(cyclopropylmethyl)-2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*-propylacetamide;  
*N*-cyclohexyl-2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*-ethylacetamide;  
 2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N,N*-dipropylacetamide;  
*N*-butyl-2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*-ethylacetamide;  
 2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*-ethyl-*N*-(3-methylbutyl)acetamide;  
 10 *N*-butyl-2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*-propylacetamide;  
 2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N,N*-bis(3-methylbutyl)acetamide;  
 1-{5-fluoro-3-[2-(trans-octahydroisoquinolin-2(1*H*)-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;  
 1-{5-fluoro-3-[2-(cis-octahydroisoquinolin-2(1*H*)-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-  
 15 dimethylpropan-1-one;  
 1-(3-{2-[(trans-2,5-dipropylpyrrolidin-1-yl)-2-oxoethyl]-5-fluoro-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;  
 1-(3-{2-[(cis-2,5-dipropylpyrrolidin-1-yl)-2-oxoethyl]-5-fluoro-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;  
 20 *N*-(3,3-dimethylbutyl)-2-[2-(2,2-dimethylpropanoyl)-5-fluoro-1-benzothien-3-yl]-*N*-ethylacetamide;  
 2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-*N,N*-di-*n*-butylacetamide;  
 2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-*N,N*-diisobutylacetamide;  
*N*-(cyclopropylmethyl)-2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-*N*-propylacetamide;  
*N*-cyclohexyl-2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-*N*-ethylacetamide;  
 25 2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-*N,N*-dipropylacetamide;  
*N*-butyl-2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-*N*-ethylacetamide;  
 2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-*N*-ethyl-*N*-(3-methylbutyl)acetamide;  
*N*-butyl-2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-*N*-propylacetamide;  
 2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-*N,N*-bis(3-methylbutyl)acetamide;  
 30 1-{3-[2-(trans-octahydroisoquinolin-2(1*H*)-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;  
 1-{3-[2-(cis-octahydroisoquinolin-2(1*H*)-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;  
 1-(3-{2-[(trans-2,5-dipropylpyrrolidin-1-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;  
 1-(3-{2-[(cis-2,5-dipropylpyrrolidin-1-yl)-2-oxoethyl]-1-benzothien-2-yl}-2,2-dimethylpropan-1-one;  
 35 *N*-(3,3-dimethylbutyl)-2-[2-(2,2-dimethylpropanoyl)-1-benzothien-3-yl]-*N*-ethylacetamide;

or a pharmaceutically acceptable salt, enantiomer, diastereomer or mixture thereof.

12. Use of a compound of formula I in claim 1 for the manufacture of a medicament for the treatment of ocular hypertension or glaucoma.

5 13. Use of a compound of formula I in claim 1 for the manufacture of a medicament for the treatment of macular edema, macular degeneration, increasing retinal and optic nerve head blood velocity, increasing retinal and optic nerve oxygen tension, and/or a neuroprotective effect.

10 14. Use of a compound of formula I in claim 1 for the manufacture of a medicament for preventing repolarization or hyperpolarization of a mammalian cell containing potassium channel or for treating Alzheimer's Disease, depression, cognitive disorders, and/or arrhythmia disorders.

15 15. Use of a compound of formula I in claim 1 for the manufacture of a medicament for treating diabetes.

16. A composition comprising a compound of formula I of claim 1 and a pharmaceutically acceptable carrier.

20 17. The composition according to Claim 16 wherein the compound of formula I is applied as a topical formulation, said topical formulation administered as a solution or suspension and optionally contains xanthan gum or gellan gum.

18. A composition according to claim 17 wherein one or more of an active ingredient belonging to the group consisting of:  $\beta$ -adrenergic blocking agent, parasympatho-mimetic agent, sympathomimetic agent, carbonic anhydrase inhibitor, EP4 agonist, a prostaglandin or derivative thereof, hypotensive lipid, neuroprotectant, and/or 5-HT<sub>2</sub> receptor agonist is optionally added.

25 19. A composition according to claim 18 wherein the  $\beta$ -adrenergic blocking agent is timolol, betaxolol, levobetaxolol, carteolol, or levobunolol; the parasympathomimetic agent is pilocarpine; the sympathomimetic agent is epinephrine, brimonidine, iopidine, clonidine, or para-aminoclonidine, the carbonic anhydrase inhibitor is dorzolamide, acetazolamide, metazolamide or brinzolamide; the prostaglandin is latanoprost, travaprost, unoprostone, rescala, or S1033, the  
30 hypotensive lipid is lumigan, the neuroprotectant is eliprodil, R-eliprodil or memantine; and the 5-HT<sub>2</sub> receptor agonist is 1-(2-aminopropyl)-3-methyl-1H-imidazol-6-ol fumarate or 2-(3-chloro-6-methoxy-indazol-1-yl)-1-methyl-ethylamine.